

*Counterparts - Chad M. Levin*

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION No. 18623-B

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 27, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAR 31 2 48 PM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Assignment of Instruments II, dated as of March 31, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 18623.

The names and addresses of the parties to the enclosed document are:

Assignors: Compass Boxcar Limited Liability Company  
555 California Street, Suite 2810  
San Francisco, California 94104

Pennrail Capital Corporation  
3740 Beach Blvd., Suite 300  
Jacksonville, Florida 33207

Assignee: First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

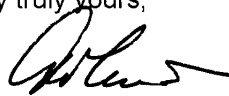
A description of the railroad equipment covered by the enclosed document is set forth in the Lease previously filed herein.

Mr. Vernon A. Williams  
March 27, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION No. 18623-B

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

ASSIGNMENT OF INSTRUMENTS II

MAR 31 2 48 PM '97

This Assignment of Instruments II is entered into by the parties hereto this 3/ day of March, 1997.

- Lease of Railroad Equipment dated as of December 23, 1993 between Compass Boxcar Limited Liability Company, a Delaware limited liability company, as lessor ("Lessor"), and The Hutchinson & Northern Railway Company, a Kansas corporation, as lessee.
- Guaranty dated as of December 1, 1993, by North American Salt Company, a Delaware corporation, and NAMSCO, INC., a Delaware corporation, in favor of Lessor and its successors and assigns.

The foregoing instruments are hereinafter collectively called the "Transaction Documents".


Pursuant to a letter agreement of even date herewith between Lessor and Pennrail Capital Corporation, a Florida corporation ("Initial Transferee"), Lessor transferred and assigned to Initial Transferee an undivided fifty percent (50%) interest in, to and under the Transaction Documents and the units of railroad equipment subject thereto from time to time. Lessor and Initial Transferee hereby transfer and assign the Transaction Documents and the units of railroad equipment subject thereto from time to time to First Security Bank, National Association, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement dated as of March 17, 1997 between First Security Bank, National Association, as Owner Trustee (in such capacity, the "Owner Trustee"), and Lessor and Initial Transferee as equal beneficiaries thereunder (the "Trust Agreement"). Owner Trustee hereby accepts such assignment, transfer and setting over subject to the rights of the Lessee under the Lease.

This Assignment of Instruments II shall evidence the assignment of the Transaction Documents on the records of the Surface Transportation Board of the Department of Transportation.

This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments II to be duly executed on the date first hereinabove mentioned.

FIRST SECURITY BANK,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as Owner  
Trustee under the Trust Agreement

By:   
Name: Val T. Orton  
Title: Vice President

COMPASS BOXCAR LIMITED  
LIABILITY COMPANY

By: Compass Asset Management  
Corporation, its Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PENNRail CAPITAL CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments II to be duly executed on the date first hereinabove mentioned.

FIRST SECURITY BANK,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as Owner  
Trustee under the Trust Agreement

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COMPASS BOXCAR LIMITED  
LIABILITY COMPANY

By: Compass Asset Management  
Corporation, its Manager

By: Ben J. Asset  
Name: Ben J. Asset  
Title: Executive Vice President

PENNRail CAPITAL CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments II to be duly executed on the date first hereinabove mentioned.

FIRST SECURITY BANK,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as Owner  
Trustee under the Trust Agreement

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COMPASS BOXCAR LIMITED  
LIABILITY COMPANY

By: Compass Asset Management  
Corporation, its Manager

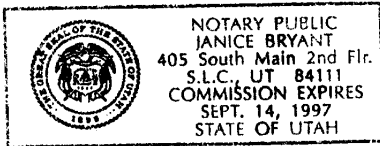
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


PENNRail CAPITAL CORPORATION

By: J.C. Demetree, Jr.  
Name: J.C. DEMETREE, JR.  
Title: PRES.

STATE OF UTAH )  
 )  
 )  
County of SALT LAKE )

On March \_\_, 1997, before me personally came Val T. Orton, to me personally known, who, being sworn by me, deposed and said that he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, the national banking association described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said national banking association.



  
Notary Public  
Name: **Janice Bryant**

STATE OF CALIFORNIA     )  
                                      )  
County of San Francisco    )     ss.:

On March 27, 1997, before me personally came Ben J. Assaf, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Compass Asset Management Corporation, the Manager of COMPASS BOXCAR LIMITED LIABILITY COMPANY, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said limited liability company and the execution of said instrument was the free act and deed of said limited liability company.

*Laura Miyoko Kawashima*  
Notary Public  
Name:

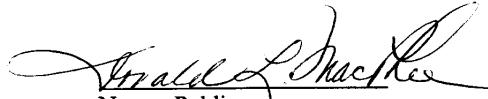




STATE OF FLORIDA )  
 )  
County of DUVAL )

ss.:

On March 26 1997, before me personally came <sup>J.C.</sup> DEMETREE, JR. to me personally known, who, being sworn by me, deposed and said that he is the PRESIDENT of Pennrail Capital Corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of the corporation.

  
Notary Public  
Name:

OFFICIAL NOTARY SEAL  
DONALD L. MAC PHEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC320976  
MY COMMISSION EXP. NOV. 23, 1997